

亞德客國際集團
(簡稱「本公司」)
AIRTAC INTERNATIONAL GROUP (the “Company”)
二〇一五年股東常會議事錄

Meeting Minutes of the 2015 Annual General Meeting of the Shareholders

時間：二〇一五年五月二十八日上午九時

Date: May 28, 2015, at 9:00a.m., Taipei time.

地點：新北市三峽區大學路 63 號（福容大飯店）

Venue: No.63, Daxue Rd., Sanxia Dist., New Taipei City 237, Taiwan (R.O.C.) (Fullon Hotel)

出席：本公司普通股已發行股份總數為 170,499,998 股，出席股東（包含委託出席者）所代表之股數計 156,962,621 股，占已發行股份總數之 92.06%。

In attendance: 156,962,621 out of a total of 170,499,998 shares outstanding (Shares present in person and in proxy), which represents 92.06% of the shares outstanding

主席：王世忠

紀錄：王珊文

Chairperson: Shih-Chung Wang

Meeting Secretary: Shan-Wen Wang

列席：藍順正總經理、林江帝董事、曹永祥董事、張寶光獨立董事、姜志俊獨立董事、

Leong Kam Son 獨立董事、謝明忠會計師、廖婉君律師、蕭郁律師

Others present:

- Shun-Cheng Lan – General Manager
- Chiang-Ti Lin –Director
- Yung-Hsiang Tsao –Director
- Bao-Guang Chang – Independent Director
- Chih-Chun Chiang – Independent Director
- Leong Kam Son– Independent Director
- Ming-Zhong Hsieh– Accountant (CPA)
- Annie Liao – Lawyer
- Letitia Hsiao – Lawyer

一、 主席致詞（略）。

Chairman’s Remarks: (Omitted)

二、 報告事項：

Report Matters:

(一) 案由：2014 年度營業報告，報請公鑒。

Agenda: 2014 Annual Operation and Business Report.

說明：本公司 2014 年度營業報告，請參閱附件 A（P.11-P.13）。

Explanation: Please refer to Exhibit A (P.11-P.13) for the 2014 Annual Operation and Business Report of the Company.

(二) 案由：2014 年度審計委員會查核報告，報請公鑒。

Agenda: 2014 Audit Committee’s Audit Report.

說明：本公司 2014 年度審計委員會查核報告，請參閱附件 B (P.14-P.15)。

Explanation: Please refer to Exhibit B (P.14-P.15) for the 2014 Audit Committee's Audit Report of the Company.

三、承認事項：

Matters for Ratification

(一) 案由：承認本公司 2014 年之營業報告書及合併財務報表。

Agenda: Adoption of the Company's Operation and Business Report and Consolidated Financial Statements for the year 2014.

說明：

1. 本公司 2014 年度財務報表，業經勤業眾信聯合會計師事務所謝明忠及翁博仁會計師查核竣事，出具無保留意見之報告，且經本公司董事會於 2015 年 3 月 3 日決議通過，茲此連同營業報告書提請股東常會承認。
2. 前項表冊，請參閱附件 A (P.11-P.13) 及附件 C (P.16-P.23)，本案提請承認。

Explanation:

1. The Consolidated Financial Statements for the year 2014 were duly audited by the CPAs of Deloitte & Touche, Ming-Zhong Hsieh and Bo-Ren Weng, with an unqualified opinion report. The financial statements were approved by Board of Director on March 3, 2015. The Consolidated Financial Statements for the year 2014 and the 2014 Annual Operation and Business Report are hereby submitted to this Annual General Meeting of the Shareholders for ratification.
2. The aforementioned reports as set forth in Exhibits A (P.11-P.13) and C (P.16-P.23) are hereby submitted to the shareholders for ratification.

決議：經表決結果贊成表決權數為 139,899,412 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 17,055,209 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 89.13%，超過出席股東表決權半數，本案照案通過。

Resolved: THAT the aforementioned is hereby approved as written by ordinary resolution pursuant to the affirmative vote of 139,899,412 shares, opposing vote of 0 shares, invalid vote of 0 share and 17,055,209 abstaining shares (included shares present in person and in proxy), with the affirmative votes representing 86.48% of the total shares present.

(二) 案由：承認 2014 年盈餘分配案。

Agenda: Adoption of the Proposal for Earnings Distribution for the year 2014.

說明：

1. 本公司 2014 年度盈餘分配案，業經董事會依本公司章程規定擬具分派如下表。
2. 本公司 2014 年稅後淨利為人民幣 360,785,969 元，減去自行提列特別盈餘公積人民幣 9,109,037 元，期末可分配盈餘為人民幣 752,825,350 元，擬分配每股現金股利人民幣 0.9595 元（新臺幣 4.8 元），及每股股票股利人民幣 0.1

- 元（新臺幣 0.5 元），合計現金股利為人民幣 163,594,748 元，股票股利為人民幣 17,050,000 元。另 2014 年度員工現金紅利為人民幣 12,568,000 元。
3. 本案俟股東常會通過後，授權董事會訂定配息基準日及其他相關事宜。
 4. 本次盈餘分派於配息基準日前，若基於法令變更、主管機關要求、本公司買回公司股份/國內可轉換公司債轉換股份/海外可轉換公司債轉換股份/員工認股權之行使等因素，影響流通在外股份數量，致使股東配息比率發生變動而需修正時，授權董事會全權處理。
 5. 本公司 2014 年度盈餘分配案，茲此應經股東會普通決議議決，敬請交付議決之。
 6. 本公司盈餘分配表如下：

AIRTAC INTERNATIONAL GROUP	
盈餘分配表	
2014 年度	
單位：人民幣元	
項 目	金 額
期初未分配盈餘	401,148,418
加：本期淨利	360,785,969
減：自行提列特別盈餘公積	9,109,037
本期可供分配盈餘	752,825,350
分配項目：	
股東紅利-現金(每股新台幣 4.8 元，約當人民幣 0.9595 元)	163,594,748
股東紅利-股票(每股新台幣 0.5 元，約當人民幣 0.1 元)	17,050,000
期末未分配盈餘	572,180,602
附註：	
註 1：分配員工現金紅利人民幣 12,568,000 元，為 2014 年度稅後淨利之 3.5%。	
註 2：股東紅利係以目前流通在外股數 170,499,998 股為配發基礎。	
註 3：股東紅利換算匯率係以每元新台幣兌換人民幣 0.1999 元計算。	
註 4：現金股利發放至元為止(元以下捨去)，其畸零款合計數計入本公司之其他收入。	
董事長：王世忠	總經理：藍順正
	會計主管：曹永祥

Explanation:

1. The Company's earnings distribution for the year 2014 as set forth in the table below was previously approved by the Board of Directors of the Company pursuant to the Amended and Restated Memorandum & Articles of the Company.
2. The net profit (after tax) of the Company for the year 2014 amounted to a total of RMB 360,785,969 minus the special reserve set aside by the Company in the

amount of RMB 9,109,037. The divisible surplus of the Company for the year 2014 amounts to RMB 752,825,350. The Company proposes to distribute cash dividends in the amount of RMB 0.9595 (NT\$4.8) per share and stock dividends in the amount of RMB 0.1 (NT\$0.5) per share. The total amount of the cash dividend amounts to RMB 163,594,748 and the stock dividend amounts to RMB 17,050,000. The distribution of employee cash bonus amounts to RMB 12,568,000.

3. Upon the approval of the earnings distribution proposal for the year 2014 in the shareholders' meeting, the Board of Directors should be authorized to set the record date for the distribution and arrange other relevant matters.
4. The Board of Directors is proposed to be authorized to make any necessary adjustments to the distribution ratio in case of a change of laws, requirement by competent authorities, change in the number of outstanding shares of the Company caused by repurchase of the Company shares, conversion of convertible bonds or employee stock options or other factors.
5. The Company's 2014 earnings distribution proposal shall be adopted by ordinary resolution.
6. The earnings distribution proposal set forth as follows is hereby submitted to the shareholders in this Annual General Meeting for approval:

Items	RMB
Year-Beginning Un-distributable Earnings	401,148,418
Plus: 2014 Net Profit	360,785,969
Minus: Special Reserve Set Aside by the Company	9,109,037
Distributable Earnings	752,825,350
Items for Distribution:	
Cash dividends (NT\$4.8 per share, equivalent to RMB0.9595 approximately)	163,594,748
Stock dividends (NT\$0.5 per share, equivalent to RMB0.1 approximately)	17,050,000
Year-End Un-distributable Balance	572,180,602
Notes:	
Note 1: Cash dividend distributed to employees are RMB12,568,000, representing 3.5 % of the net profit after tax of 2014.	
Note 2: Dividend distributed to the shareholders is based on 170,499,998 issued and outstanding shares as of the date hereof.	
Note 3: Dividend per share is based on 1 NTD exchanged to 0.1999 RMB.	
Note 4: Cash dividend would be distributed to 1 dollar (rounded down to an integer), fractional amount less than one dollar should be recorded as other income of the Company.	
Chairman of the Board: Shih-Chung Wang	
General Manager: Shun-Cheng Lan	
Chief Financial Officer: Yung-Hsiang Tsao	

股東發言：

股東戶號 20 號發言：建議以股東會前一天新台幣兌人民幣匯率來調整盈餘分配案所分配之人民幣金額，新台幣發放金額則維持不變，仍為股東現金紅利每股新台幣 4.8 元及股票紅利每股新台幣 0.5 元，以避免公司認列不必要之兌換損失。經主席裁示財務長補充說明如下：以股東會前一天 2015 年 5 月 27 日臺灣銀行新台幣兌人民幣即期買入匯率 0.2037 元計算，若新台幣發放金額維持不變，仍為股東現金紅利每股新台幣 4.8 元及股票紅利每股新台幣 0.5 元，則分配每股現金股利人民幣金額將修正為 0.9778 元，及每股股票股利人民幣金額亦修正為 0.1019 元，合計現金股利分配總額為人民幣 166,714,898 元，股票股利分配總額為人民幣 17,373,950 元，期末未分配盈餘調整後為人民幣 568,736,502 元。股東戶號 116 號附議。經主席裁示以修正後承認案進行表決。

Statement of shareholders:

Statement of the shareholder no. 20: I propose for the exchange rate of the RMB dividend per share to be based on the exchange rate on the date that is one day before this shareholders' meeting but maintain the NTD dividend amount to be distributed; that is the cash dividend in the amount of NTD4.8 per share and stock dividend in the amount of NTD0.5 per share to avoid unnecessary loss for recognition arising from the currency exchange rate by the Company.

The Chairman asked the CFO to provide additional explanation as follows: should the exchange rate for the dividend distribution be based on the exchange rate on May 27, 2015, that is one day before the shareholders' meeting, the exchange rate will be 1 NTD to 0.2039 RMB (Bank of Taiwan spot buying rate). If the amount of cash dividends NT\$4.8 per share and stock dividends NT\$0.5 per share are to remain unchanged, the cash dividends in RMB will be amended to RMB0.9778 per share and stock dividends will be amended to RMB0.1019 per share, and the total amount of the cash dividend will be RMB166,714,898 and the stock dividend will be RMB17,373,950. The year-end un-distributable balance will then amount to RMB568,736,502. Shareholder no. 116 seconded the proposed change.

決議：經表決結果贊成表決權數為 88,339,649 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 68,614,972 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 56.28%，本案照案通過。

Resolved: THAT the above is approved as amended by ordinary resolution pursuant to the affirmative vote of 88,339,649 shares, opposing vote of 0 share, invalid vote of 0 share and 68,614,972 abstaining shares (included shares present in person and in proxy), with the affirmative votes representing 56.28% of the total shares present.

四、 討論及選舉事項：

Matters for Discussion:

(一) 案由：本公司盈餘轉增資發行新股案。

Agenda: The Issuance of New Shares from Earnings of the Company.

說明：

1. 為充實營運資金，本公司擬自 2014 年度可供分配盈餘中提撥股東紅利新台幣

- 85,250,000元，辦理轉增資發行新股8,525,000股，每股面額新台幣10元整。
2. 本次增資發行新股按增資配股基準日股東名簿記載之股東及其持有股份比例分配，每仟股無償配發50股，配發不足一股之畸零數，得由股東自配股基準日起五日內自行拼湊成整股，並向本公司股務代理機構辦理拼湊登記，放棄拼湊或拼湊不足一股之畸零數按面額改發現金(計算至元為止，元以下捨去)，其股份授權董事長洽特定人按面額承購。
 3. 如因本公司辦理現金增資發行新股、買回本公司股份、庫藏股轉讓及註銷、員工認股權憑證行使或其它因素，而影響本公司流通在外之股份總數，致本次股票股利之配股率因此發生變動者，擬提請股東會授權董事會全權處理。
 4. 本次增資發行之新股，其權利義務與原已發行股份相同。
 5. 本次增資發行新股，俟股東會決議通過後，授權董事會另訂增資基準日。
 6. 本次增資相關事宜，如因事實需要或經主管機關審核有必要變更時，擬提請股東會授權董事會全權處理之。
 7. 本公司盈餘轉增資發行新股案，茲此應經股東會特別（重度）決議議決，敬請交付議決之。

Explanation:

1. To enhance the operation capital, the Company proposed to contribute NT\$85,250,000 from the distributable earnings in 2014 to increase the share capital and issue 8,525,000 new shares at par value of NT\$10 per share.
2. The newly issued shares with the increased share capital would be allocated in accordance with the shareholding percentage registered with the Shareholders' Registrar on the record date for stock dividend, i.e. 50 shares for each 1,000 shares. The shareholders can compile fractional share into one share, and register it with the Shareholders' Registrar within five days from the record date for distribution of share dividend. The Company would pay cash instead for such stock dividend (rounded down to an integer) for any failure to make the fractional share into one share by shareholders and the Chairman is to be authorized to offer the shares to specific persons.
3. Propose to submit this matter to the shareholders in this shareholders' meeting to authorize the Board of Directors with full powers to handle this matter if the ratio of the stock dividend will be affected by capital increase, buy-back of the Company's stocks, transfer and cancellation of treasury stocks, exercise of employees stock options or other factors.
4. The rights and obligations of the newly issued shares are the same as those of the existing shares.
5. Propose to authorize the Board of Directors to set the capital increase record date after the shareholders' meeting passed the resolution for the capital increase.
6. Propose to submit this matter to the shareholders in this shareholders' meeting to authorize the Board of Directors with full powers to make any changes to the capital increase plan if required by the authorities or required due to necessity.
7. The issuance of new shares for capital increase through capitalization of earnings of the Company of 2014 shall be submitted to the meeting of the shareholders for

approval by supermajority resolution.

決議：經表決結果贊成表決權數為 141,443,412 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 15,519,209 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 90.11%，本案照案通過。

Resolved: THAT the above is approved as written by supermajority resolution pursuant to the affirmative vote of 141,443,412 shares, opposing vote of 0 share, invalid vote of 0 share and 15,519,209 abstaining shares (included shares present in person and in proxy), with the affirmative votes representing 90.11% of the total shares present.

(二) 案由：修訂本公司「公司章程」案。

Agenda: The Amendments to the Amended and Restated Memorandum and Articles of Association (the “M&A”) of the Company.

說明：擬提呈於本會議如附件 D (P.24-P.71) 所示之「公司章程」之所有修訂，業經董事會於 2015 年 3 月 3 日通過，茲此應經特別決議表決通過成為本公司之新公司章程，以代替並排除其他現存本公司章程之適用，敬請交付議決之。

Explanation: The amendments to the M&A of the Company (as set forth in Exhibits D, P.24-P.71) were approved by the Board of Directors on March 3, 2015, which shall be adopted by a special resolution as the new M&A of the Company in substitution for and to the exclusion of all the existing M&A of the Company. It is hereby submitted to this meeting for approval.

決議：經表決結果贊成表決權數為 141,443,412 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 15,519,209 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 90.11%，本案照案通過。

Resolved: THAT the above is approved as written by special resolution pursuant to the affirmative vote of 141,443,412 shares, opposing vote of 0 share, invalid vote of 0 share and 15,519,209 abstaining shares (included shares present in person and in proxy), with the affirmative votes representing 90.11% of the total shares present.

(三) 案由：修訂本公司「資金貸與他人作業程序」案。

Agenda: The Amendments to “Guidelines for Lending Funds to Others” of the Company.

說明：擬提呈於本會議如附件 E (P.72-P.73) 所示之「資金貸與他人作業程序」之所有修訂，業經董事會於 2015 年 3 月 3 日通過，茲此應經股東會普通決議議決，敬請交付議決之。

Explanation: The amendments to “Guideline for Lending Funds to Others” of the Company (as Exhibits E, P.72-P.73) were approved by the Board of Directors on March 3, 2015, which is hereby submitted to the meeting by ordinary resolution for approval.

決議：經表決結果贊成表決權數為 127,393,722 權，反對表決權數為 14,049,690 權，無效表決權數為 0 權，棄權表決權數為 15,519,209 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 81.16%，本案照案通過。

Resolved: THAT the above is approved as written by ordinary resolution pursuant to the affirmative vote of 127,393,722 shares, opposing vote of 14,049,690 shares, invalid vote of 0 share and 15,519,209 abstaining shares (included shares present in person and in proxy), with the affirmative vote representing 81.16% of the total shares present.

(四) 案由：修訂本公司「股東會議事規則」案。

Agenda: The Amendments to “Rules of Procedure for Shareholders’ Meetings” of the Company.

說明：擬提呈於本會議如附件 F (P.74-P.79) 所示之「股東會議事規則」之所有修訂，業經董事會於 2015 年 3 月 3 日通過，茲此應經股東會普通決議議決，敬請交付議決之。

Explanation: The amendments to “Rules of Procedure for Shareholders’ Meetings” of the Company (as Exhibits F, P.74-P.79) were approved by the Board of Directors on March 3, 2015, which is hereby submitted to the meeting by ordinary resolution for approval.

決議：經表決結果贊成表決權數為 141,443,412 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 15,519,209 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 90.11%，本案照案通過。

Resolved: THAT the above is approved as written by ordinary resolution pursuant to affirmative vote of 141,443,412 shares, opposing vote of 0 share, invalid vote of 0 share and 15,519,209 abstaining shares (included shares present in person and in proxy), with the affirmative votes representing 90.11% of the total shares present.

(五) 案由：修訂本公司「董事選舉辦法」案。

Agenda: The Amendments to “Rules for Election of Directors” of the Company.

說明：擬提呈於本會議如附件 G (P.80-P.83) 所示之「董事選舉辦法」之所有修訂，業經董事會於 2015 年 3 月 3 日通過，茲此應經股東會普通決議議決，敬請交付議決之。

Explanation: The amendments to “Rules for Election of Directors” of the Company (as Exhibits G, P.80-P.83) were approved by the Board of Directors on March 3, 2015, which is hereby submitted to the Annual General Meeting of the shareholders for approval by ordinary resolution.

決議：經表決結果贊成表決權數為 141,443,412 權，反對表決權數為 0 權，無效表決權數為 0 權，棄權表決權數為 15,519,209 權；贊成表決權數占已出席股東（含委託出席者）所代表權數之 90.11%，本案照案通過。

Resolved: THAT the above is approved as written by ordinary resolution pursuant to the affirmative vote of 141,443,412 shares, opposing vote of 0 share, invalid vote of 0 share and 15,519,209 abstaining shares (included shares present in person and in proxy), with the affirmative votes representing 90.11% of the total shares present.

五、 臨時動議：(無)。

Ad Hoc Motions: (None).

六、 散會：同日上午九時四十二分，主席宣佈散會。

Adjournment of the Meeting:

Adjournment of this meeting at 9:42 A.M. May 28, 2015

主 席：王世忠
Chairperson: Shih-Chung Wang

紀 錄：王珊文
Meeting Secretary: Shan-Wen Wang



※本股東常會議事錄僅載明會議進行要旨，會議進行內容、程序及股東發言仍以會議影音紀錄為準。
The shareholders' meeting minutes records only the abstract of the meeting, the conference content, procedures and statement of shareholders, the audio and video records of the meeting shall prevail.